

EXHIBIT A

Amended Final DIP Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In re:)	
)	Case No. 3:19-bk-1971
CAPSTONE PEDIATRICS, PLLC,)	
)	Chapter 11
Debtor.)	

[PROPOSED] AGREED ORDER AMENDING FINAL DIP ORDER

This matter coming before the Court on the *Expedited Debtor's Motion to Amend Final DIP Order to Allow for Additional Post-Petition Secured Financing and Extend Maturity Date* (Docket No. ____) (the “**Motion**”); the Court having reviewed the Motion; and reference hereby being made to that certain *Final Agreed Order (1) Authorizing the Debtor to Obtain Post-Petition Financing on a Senior Secured Superpriority Basis, (2) Authorizing the Use of Collateral and Granting Adequate Protection, and (3) Granting Related Relief* (Docket No. 104) (the “**Final DIP Order**”),¹ which, *inter alia*, approved the terms and conditions of the DIP Facility through the Maturity Date; and the Court having found that (a) this Court has jurisdiction over the Case commenced on March 28, 2019 (the “**Commencement Date**”), the Motion, and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334; (b) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (d) under the circumstances, the notice given by Debtor of the Motion and the relief requested therein, constitutes due and sufficient notice thereof and (c)(2), and no further notice of the relief granted

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Final DIP Order

herein is necessary or required; (d) the Motion is in full compliance with all applicable provisions of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure; and (e) entering this Order is reasonable under the circumstances. The Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS FOUND, DETERMINED, ORDERED AND ADJUDGED, that:

1. The request in the Motion to amend the Final DIP Order on the terms set forth herein is GRANTED.

2. The Termination Date, as defined in Section 1.1 of the DIP Loan Agreement, as amended is hereby extended through and including through and including the later of (i) October 4, 2020, (ii) termination of the Dip Facility by CDS pursuant to Sections 3.1 or 9.1 of the DIP Loan Agreement, (iii) dismissal of the Case, or (iv) the conversion of the Chapter 11 Case into liquidation proceedings under Chapter 7 of the Bankruptcy Code.

3. The Advance Limit under the DIP Loan Agreement is increased to \$2,000,000.00 plus interest, fees and expenses and the Debtor's Counsel's Carve-out is increased to \$275,000.00. The additional \$75,000 added to Debtor's Counsel's Carve-out will be available to any professionals hired by an unsecured creditor's committee in the event one is formed. Unless otherwise agreed in writing by the parties, any payments made under the additional carve-out will be *pari-passu* with the repayment of the DIP Loan.

4. With the exception of the foregoing, the Final DIP Order and the DIP Facility (including, without limitation, the DIP Loan Agreement, as amended) shall remain in full force and effect, and the parties thereto do not waive any rights related thereto.

5. Upon entry of this Order, Debtor shall execute such documents as shall be reasonably required by CDS to amend the DIP Loan Agreement as provided herein.

6. This Order shall be effective immediately upon entry.

This Order was signed and entered electronically as indicated at the top of the first page.

Approved for entry:

/s/ David W. Houston, IV
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